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BEFORE THE ARIZONA CORPORATION COMMISSION  
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KRISTIN K. MAYES, Chairman  
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AZ CORP COMMISSION  
DOCKET CONTROL

IN THE MATTER OF THE APPLICATION OF  
PALO VERDE UTILITIES COMPANY FOR AN  
EXTENSION OF ITS EXISTING CERTIFICATE  
OF CONVENIENCE AND NECESSITY.

Docket No. SW-03575A-04-0767

IN THE MATTER OF THE APPLICATION OF  
SANTA CRUZ WATER COMPANY FOR AN  
EXTENSION OF ITS EXISTING CERTIFICATE  
OF CONVENIENCE AND NECESSITY.

Docket No. W-03576A-04-0767

NOTICE OF FILING IN COMPLIANCE WITH  
DECISION NO. 67830  
(Acquisition Schedule)

Global Water - Palo Verde Utilities Company and Global Water - Santa Cruz Water  
Company, in compliance with Decision No. 67830 in the above-captioned dockets submit the  
attached Acquisition Schedule.

RESPECTFULLY submitted this 14<sup>th</sup> day of January 2009.

ROSHKA DEWULF & PATTEN, PLC

Arizona Corporation Commission  
DOCKETED

JAN 14 2009

DOCKETED BY mn

By

Timothy J. Sabo

Michael W. Patten  
Timothy J. Sabo  
One Arizona Center  
400 East Van Buren Street, Suite 800  
Phoenix, Arizona 85004

ROSHKA DEWULF & PATTEN, PLC  
ONE ARIZONA CENTER  
400 EAST VAN BUREN STREET - SUITE 800  
PHOENIX, ARIZONA 85004  
TELEPHONE NO 602-256-6100  
FACSIMILE 602-256-6800

Original + 15 copies of the foregoing  
filed this ~~14th~~ day of January 2009, with:

Docket Control  
ARIZONA CORPORATION COMMISSION  
1200 West Washington  
Phoenix, Arizona 85007

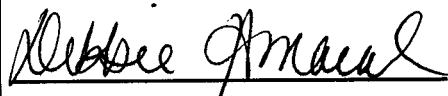
Copies of the foregoing hand-delivered/mailed  
this ~~14th~~ day of January 2009, to:

Lyn Farmer, Esq.  
Chief Administrative Law Judge  
Hearing Division  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

Janice Alward, Esq.  
Chief Counsel, Legal Division  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

Ernest G. Johnson, Esq.  
Director, Utilities Division  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007

Brian Bozzo  
Compliance Manager  
Utilities Division  
Arizona Corporation Commission  
1200 West Washington  
Phoenix, Arizona 85007



## Attachment B

## Acquisition Schedule

This Acquisition Schedule shall be prepared pursuant to the Settlement Conditions contained in Arizona Corporation Commission Dockets No. SW-03575A-03-0568 and No. W-03576A-03-0568.

## PART 1

Describe below each investment in, or acquisition of, any utility made by Global Water Resources, LLC during the six month period ending on the date this document is executed.

Global Water Inc. purchased all of the outstanding shares of Balterra Sewer Company on May 7th, 2008.

## PART 2

As of 31 August 2008, the capital structures of Palo Verde Utilities Company (PVUC) and Santa Cruz Water Company (SCWC) and any other GWR acquired utility are as follows:

	PVUC		SCWC	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$80,580,072	100%	\$68,055,944	100%
	<u>\$80,580,072</u>	<u>100%</u>	<u>\$68,055,944</u>	<u>100%</u>
Francisco Grande			Water Utility of Greater Buckeye	
	Amount	%		
Long-Term Debt*	\$0	0%	\$169,055	15%
Equity**	\$35,903	100%	\$967,799	85%
	<u>\$35,903</u>	<u>100%</u>	<u>\$1,136,854</u>	<u>100%</u>
Valencia Water Co			Water Utility of Greater Tonopah	
	Amount	%		
Long-Term Debt*	\$1,995,525	30%	\$511,693	19%
Equity**	\$4,581,612	70%	\$2,192,581	81%
	<u>\$6,567,137</u>	<u>100%</u>	<u>\$2,704,274</u>	<u>100%</u>
Willow Valley Water Co			Water Utility of North Scottsdale	
	Amount	%		
Long-Term Debt*	\$231,241	10%	\$0	0%
Equity**	\$2,092,650	90%	(\$33,690)	100%
	<u>\$2,323,891</u>	<u>100%</u>	<u>(\$33,690)</u>	<u>100%</u>
Hassayampa Utility Co			CP Water Co.	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$1,390,492	100%	(\$30)	100%
	<u>\$1,390,492</u>	<u>100%</u>	<u>(\$30)</u>	<u>100%</u>
Picacho Cove Water			Picacho Cove Utilities	
	Amount	%	Amount	%
Long-Term Debt*	\$0	0%	\$0	0%
Equity**	\$92,781	100%	\$177,828	100%
	<u>\$92,781</u>	<u>100%</u>	<u>\$177,828</u>	<u>100%</u>
Balterra Sewer				
	Amount	%		
Long-Term Debt*	\$0	0%		
Equity**	\$1,496,131	100%		
	<u>\$1,496,131</u>	<u>100%</u>		

\*Include current portion of Long-term Debt.

\*\*Includes Common Stock, Paid In Capital and Retained Earnings (Deficit).

The undersigned also confirm that at no time during the last six months did the equity ratios (as calculated above) of PVUC and SCWC fall below 40%.

WE THE UNDERSIGNED TREVOR HILL AND LEO COMMANDEUR, DO SAY THAT THE ABOVE INFORMATION HAS BEEN PREPARED UNDER OUR DIRECTION AND WE HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID COMPANIES FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH & EVERY MATTER AND THING SET FORTH, TO THE BEST OF OUR KNOWLEDGE, INFORMATION AND BELIEF.

X

Signature of owner or official/date

6-Jan-09

X

Signature of owner or official/date